

DEFINITIONS

In this Listing Document, unless the context otherwise requires, the following terms shall have the meanings set forth below.

“affiliate”	any other person, directly or indirectly, controlling or controlled by or under direct or indirect common control with such specified person
“Anyang Mingbo”	Anyang Mingbo Water Co., Ltd. (安陽明波水務有限公司), a company incorporated in the PRC and a wholly-owned subsidiary of our Company
“Articles of Association” or “Articles”	the articles of association of our Company adopted pursuant to a resolution of our Shareholders passed on March 5, 2010 which will be effective upon the Listing and as amended from time to time, a summary of which is set out in Appendix IV to this Listing Document
“associate(s)”	has the meaning ascribed to it under the Listing Rules
“Beijing Epure”	Beijing Epure International Water Co., Ltd. (北京伊普國際水務有限公司), a company incorporated in the PRC and a wholly-owned subsidiary of our Company
“Beijing Hi-Standard Equipment Company”	Beijing Hi-Standard Environmental Equipment Company Limited (北京海斯頓環保設備有限公司), a company incorporated in the PRC and which is 15% owned by Beijing Sound Enviro, 75% owned by Shanghai Jingke Investment Management Co., Ltd. and 10% owned by Beijing Industrial Development Investment Management Co., Ltd.. Shanghai Jingke Investment Management Co. Ltd. and Beijing Industrial Development Investment Management Co., Ltd. are Independent Third Parties
“Beijing Laifujia”	Beijing Laifujia Science and Technology Co., Ltd. (北京萊芙嘉科技有限公司), a company incorporated in the PRC and which is 80% owned by Zhang Linmao and 20% owned by Tang Lianfang. Zhang Linmao and Tang Lianfang are Mr. Wen’s father-in-law and mother-in-law, respectively. Mr. Wen, Zhang Linmao and Tang Lianfang are directors of Beijing Laifujia Science and Technology Co., Ltd.
“Beijing Sanghua”	Beijing Sanghua Environmental Technology Development Co., Ltd. (北京桑華環境技術開發有限公司) (formerly known as Beijing

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	Sanghua Environmental Engineering Institute (北京桑華環境工程研究所), a company incorporated in the PRC and which is 22.2% owned by Mr. Wen and 77.8% owned by Mr. Wen's wife, Ms. Zhang Huiming
“Beijing Sound”	Beijing Sound Environmental Engineering Co., Ltd. (北京桑德環境工程有限公司) (formerly known as 北京桑德環境工程股份有限公司), a company incorporated in the PRC and a wholly-owned subsidiary of our Company
“Beijing Sound Enviro”	Beijing Sound Environment Group Co., Ltd. (北京桑德環保集團有限公司), a company incorporated in the PRC and which is 70% owned by Beijing Sanghua, 29% owned by Mr. Wen, and 1% owned by Mr. Hu Xinling, an Independent Third Party
“Beijing Sound Water Technology”	Beijing Sound Water Technology Development Co., Ltd. (北京桑德水技術發展有限公司), a company incorporated in the PRC and which is 90% owned by Beijing Sound Enviro and 10% owned by a relative of Mr. Wen, Wen Shuangfei
“Board” or “Board of Directors”	the board of Directors
“Bridging Dealer”	Morgan Stanley and/or its affiliates
“Bridging Period”	the 30-day period from and including the Listing Date
“Bridging Period End Date”	October 29, 2010
“BSE Group”	Beijing Sound Enviro and its associates, companies majority-owned or controlled by it or its associates (other than our Group and Sound Environmental Resources and its subsidiaries)
“Business Day”	a day that is not a Saturday, Sunday or public holiday in Hong Kong
“BVI”	the British Virgin Islands
“CAGR”	compound annual growth rate
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC

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“CCASS Clearing Participant”	a person admitted to participate in CCASS as a direct clearing participant or general clearing participant
“CCASS Custodian Participant”	a person admitted to participate in CCASS as a custodian participant
“CCASS Investor Participant”	a person admitted to participate in CCASS as an investor participant who may be an individual or joint individuals or a corporation
“CCASS Participant”	a CCASS Clearing Participant, a CCASS Custodian Participant or a CCASS Investor Participant
“CDP”	The Central Depository (Pte) Limited
“China” or “PRC”	the People’s Republic of China excluding, for the purpose of this Listing Document, Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Companies Ordinance”	the Companies Ordinance (Chapter 32 of the Laws of Hong Kong) (as amended, supplemented or otherwise modified from time to time)
“Company” or “our Company”	Sound Global Ltd. (formerly known as Sound Environment Holdings Pte. Ltd. and Epure International Ltd.), a company incorporated with limited liability as a private company under the laws of Singapore on November 7, 2005 and subsequently converted into a public company on August 28, 2006
“connected person(s)”	has the meaning ascribed thereto under the Listing Rules
“Controlling Shareholder(s)”	has the meaning ascribed thereto under the Listing Rules and unless the context requires otherwise, refers to Sound Water, Mr. Wen and Ms. Zhang Huiming
“Controlling Shareholder Group”	Mr. Wen, together with his associates and companies majority-owned or controlled by Mr. Wen and his associates, including the BSE Group, Sound Environmental Resources and Sound Water but excluding our Group
“Convertible Bonds”	the aggregate principal amount of RMB885 million US dollar settled six per cent. convertible bonds due 2015 issued on

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	September 15, 2010, including RMB205 million US dollar settled six percent convertible bonds due 2015 issued pursuant to the exercise of the upsize option at the discretion of Morgan Stanley Asia (Singapore) Pte.
“Designated Locations”	Hubei Province; City of Baotou, Inner Mongolia; City of Nanchang, Jiangxi Province; Shuyang County, Jiangsu Province; and Hengcun Town, Tonglu County, Zhejiang Province
“Director(s)”	the directors of our Company
“Existing Share Option Scheme”	the existing share option scheme of the Company, which was adopted on August 15, 2007
“Fushun Qingxi”	Fushun Qingxi Water Co., Ltd. (撫順清溪水務有限公司), a company incorporated in the PRC and a wholly-owned subsidiary of our Company
“Sponsor”	Morgan Stanley
“Green Capital”	Green Capital Holdings Limited, a company incorporated in the BVI and which is 50% owned by Mr. Zhang Linmao and 50% owned by Ms. Tang Lianfang. Green Capital will hold approximately 0.9% of our issued share capital immediately after completion of the Introduction. Zhang Linmao and Tang Lianfang are the father-in-law and mother-in-law of Mr. Wen, respectively
“Group”, “our Group”, “we” or “us”	our Company and our subsidiaries or, where the context so requires in respect of the period before our Company became the holding company of our present subsidiaries, the present subsidiaries of our Company and the businesses carried on by such subsidiaries or (as the case may be) their predecessors
“Hainan Baichuan”	Hainan Baichuan Water Co., Ltd. (海南百川水務有限公司), a company incorporated in the PRC and a wholly-owned subsidiary of our Company
“Hancheng Yiqing”	Hancheng City Yiqing Water Co., Ltd. (韓城市頤清水務有限公司), a company incorporated in the PRC and a wholly-owned subsidiary of our Company

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“Hi-Standard”	Beijing Hi-Standard Water Treatment Equipment Co., Ltd. (北京海斯頓水處理設備有限公司), a company incorporated in the PRC and an indirect wholly-owned subsidiary of our Company
“HKSCC”	Hong Kong Securities Clearing Company Limited
“HKSCC Nominees”	HKSCC Nominees Limited, a wholly-owned subsidiary of HKSCC
“Hong Kong”, “HKSAR” or “HK”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Branch Registrar”	Tricor Investor Services Limited
“Hong Kong Branch Share Register”	our Company’s branch register of members in Hong Kong
“Hong Kong dollars” or “HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“IFC”	International Finance Corporation, a private sector arm of the World Bank Group which is owned by 182 member countries. IFC will be the holder of approximately 8.1% of our issued share capital immediately after completion of the Introduction (assuming that IFC does not acquire or dispose of any Shares prior to the Listing). IFC is an Independent Third Party
“IFRS”	the International Financial Reporting Standards promulgated by the International Accounting Standards Board, including the International Accounting Standards and their interpretations
“Independent Third Party(ies)”	an individual(s) or a company(ies) who or which is/are independent of, and not connected with, any directors, chief executives, substantial shareholders of our Company or any of our subsidiaries or any of their respective associates
“Introduction”	the listing of the Shares on the Stock Exchange by way of introduction pursuant to the Listing Rules
“Jiangyan Jiangyuan”	Jiangyan Jiangyuan Wastewater Treatment Co., Ltd. (姜堰姜源污水處理有限公司), a company incorporated in the PRC and which is 50.2% owned by our Company and 49.8% owned by Jiangyan Municipal Wastewater Treatment Company, an Independent Third Party

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“Latest Practicable Date”	September 17, 2010, being the latest practicable date for the purpose of ascertaining certain information contained in this Listing Document prior to its publication
“LIBOR”	the British Bankers’ Association interbank offered rates for deposits in USD
“Listing”	the listing of the Shares on the Main Board of the Stock Exchange
“Listing Committee”	the Listing Committee of the Stock Exchange
“Listing Date”	the date, expected to be on or about September 30, 2010, on which dealings in the Shares first commence on the Stock Exchange
“Listing Document”	this listing document dated September 24, 2010 issued by our Company in relation to the Introduction
“Listing Manual”	the main board rules of the listing manual of the SGX-ST which set out the requirements applicable to issuers relating to, among other things: (i) the manner in which securities are to be offered and (ii) the continuing obligations of issuers
“Listing Rules”	The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as amended from time to time)
“Memorandum of Association” or “Memorandum”	the memorandum of association of our Company
“Ministry of Construction”	the Ministry of Housing and Urban-Rural Development of the PRC (中華人民共和國住房及建設部), previously known as the Ministry of Construction
“Morgan Stanley”	Morgan Stanley Asia Limited, licensed by the SFC to conduct Type 1 (dealing in securities), Type 4 (advising on securities), Type 5 (advising on futures contracts), Type 6 (advising on corporate finance), Type 7 (providing automated trading services) and Type 9 (asset management) regulated activities under the SFO, acting as the sole sponsor of the Listing
“MOFCOM”	the Ministry of Commerce of the PRC (中華人民共和國商務部)

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“Mr. Wen”	Mr. Wen Yibo, an executive Director and the Chairman of our Company
“Mr. Wen’s Family”	Ms. Zhang Huiming, Ms. Tang Lianfang and Mr. Zhang Linmao, who are Mr. Wen’s wife, mother-in-law and father-in-law, respectively
“NDRC”	the National Development and Reform Commission of the PRC (中華人民共和國國家發展和改革委員會)
“Non-Competition Deeds”	deeds of non-competition dated June 18, 2010 entered into by our Company on the one part and each of Beijing Sound Enviro, Mr. Wen and the members of Mr. Wen’s Family on the other part and “Non-Competition Deed” shall mean any one of them, as the case may be
“Option Agreement”	the option agreement dated June 18, 2010 entered into between our Company and Beijing Sound Enviro
“PBOC”	The People’s Bank of China
“PRC Government” or “State”	the government of the PRC, including all political sub-divisions (including central, provincial, municipal and other regional or local government entities) and its organs or, as the context requires, any of them
“Predecessor Company”	Beijing Sound Environmental Technology Development Company (北京市桑德環境技術發展公司), currently known as Beijing Sound Environmental Technology Development Co., Ltd. (北京市桑德環境技術發展有限公司), a company incorporated in the PRC and which is 80% owned by Mr. Wen and 20% owned by Beijing Laifujia
“R&D”	research and development
“RMB” or “Renminbi”	Renminbi yuan, the lawful currency of the PRC
“SAR”	Saudi Arabian Riyal, the lawful currency of Saudi Arabia
“SFA”	Securities and Futures Act, Chapter 289 of Singapore
“SFC”	the Securities and Futures Commission of Hong Kong

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“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (as amended, supplemented or otherwise modified from time to time)
“SFRS”	Singapore Financial Reporting Standards
“SGX-ST”	Singapore Exchange Securities Trading Limited
“Shanghai Chenghuan”	Shanghai Chenghuan Water Operation Co., Ltd., a company incorporated in the PRC which is 20% owned by Beijing Sound, 70% owned by Shanghai Chengtuo Environmental Investment Ltd. and 10% owned by Shanghai Yuhe Chemicals Ltd.. Shanghai Chengtuo Environmental Investment Ltd. and Shanghai Yuhe Chemicals Ltd. are Independent Third Parties
“Shangluo Wastewater”	Shangluo Wastewater Treatment Co., Ltd. (商洛污水處理有限公司), a company incorporated in the PRC and a wholly-owned subsidiary of our Company
“Share(s)”	ordinary share(s) in the capital of our Company
“Shareholder(s)”	holder(s) of the Share(s)
“Share Borrowing and Lending Agreement”	the agreement regarding the share borrowing and lending as specifically described in the section headed “Listings, Registration, Dealings and Settlement — Bridging Arrangements — Intended Arbitrage Activities during the Bridging Period” in this Listing Document
“Share Option Agreement”	the agreement regarding the put and call options as specifically described in the section headed “Listings, Registration, Dealings and Settlement — Bridging Arrangements — Intended Arbitrage Activities during the Bridging Period” in this Listing Document
“Share Option Scheme”	the share option scheme conditionally adopted by our Company pursuant to a resolution of our Shareholders passed on April 30, 2010
“Share Sale and Purchase Agreement”	the share sale and purchase agreement as specifically described in the section headed “Listings, Registration, Dealings and Settlement — Bridging Arrangements — Intended Arbitrage Activities during the Bridging Period” in this Listing Document
“Singapore”	the Republic of Singapore
“Singapore Code”	Singapore Code on Take-overs and Mergers
“Singapore Companies Act”	Companies Act, Chapter 50 of Singapore
“Singapore Principal Registrar”	Boardroom Corporate & Advisory Services Pte. Ltd.

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“Singapore Principal Share Register”	our Company’s principal register of members in Singapore operated by the Singapore Principal Registrar
“Sound Environmental Resources”	Sound Environmental Resources Co. Ltd. (桑德環境資源股份有限公司), a company incorporated in the PRC and the shares of which are listed on the Shenzhen Stock Exchange (stock code: 000826) and which is 44.9% owned by Beijing Sound Enviro
“Sound Water”	Sound Water (BVI) Limited, the Controlling Shareholder of our Company which is a limited liability company incorporated in the BVI and which is 90% owned by Mr. Wen and 10% owned by Mr. Wen’s wife, Ms. Zhang Huiming. Sound Water will hold approximately 54.4% of our issued share capital immediately after completion of the Introduction
“State Council”	the State Council of the PRC
“Stock Exchange” or “Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Strategic Development Memorandum”	the strategic development memorandum entered into among our Company, Sound Environmental Resources and Beijing Sound Enviro dated April 7, 2010
“S\$” or “SGD”	Singapore dollars, the lawful currency of Singapore
“subsidiary(ies)”	has the meaning ascribed thereto in the Listing Rules
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“Track Record Period”	the three years ended December 31, 2007, 2008 and 2009 and the three months ended March 31, 2010
“United States” or “US”	the United States of America
“US dollars” or “US\$”	United States dollars, the lawful currency of the United States
“Xi’an Huqing”	Xi’an Huqing Water Co., Ltd. (西安戶清水務有限公司), a company incorporated in the PRC and a wholly-owned subsidiary of our Company

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“Xi’an Qinqing”	Xi’an Qinqing Water Co., Ltd. (西安秦清水務有限公司), a company incorporated in the PRC and a wholly-owned subsidiary of our Company
“Yantai Bihai”	Yantai Bihai Water Co., Ltd. (煙台碧海水務有限公司), a company incorporated in the PRC and which is 80% owned by our Company and owned as to 20% by Shandong Rendeya Environmental Engineering Company (山東仁德亞環保工程有限公司). Shandong Rendeya Environmental Company is an Independent Third Party
“Yulin Jingzhou”	Yulin City Jingzhou Water Co., Ltd. (榆林市靖洲水務有限公司), a company incorporated in the PRC and a wholly-owned subsidiary of our Company
“%”	per cent

Unless otherwise specified in this Listing Document, the following exchange rates, which are for the purpose of illustration only, have been used in this Listing Document:

US\$1.00 = HK\$7.79
RMB1.00 = HK\$1.14
S\$1.00 = HK\$5.53
SAR1.00 = RMB1.825

No representation is made that any amount in Renminbi, US dollars or Singapore dollars could have been or could be converted at the above rate or at any other rate.

Unless otherwise stated, all the numerical figures are rounded to one decimal place. Any discrepancies in any table or chart between the total shown and the sum of the amounts listed are due to rounding.

The English names of PRC nationals, entities, departments, facilities, certificates, titles, laws, regulations and the like are translations of their Chinese names and are included for identification purposes only. In the event of any inconsistency, the Chinese name prevails.

Unless otherwise specified, all references to any shareholdings in our Company assume no exercise of any options which have been granted under the Existing Share Option Scheme or which may be granted under the Share Option Scheme and no conversion of the Convertible Bonds.

Unless otherwise indicated, all financial data, whether presented on a consolidated basis or by segment, is presented net of inter-segment transactions (i.e. inter-segment and other inter-company transactions have been eliminated).

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The financial information for 2008 and 2009 has been restated in the financial statements for 2010 to take into account of the Company's acquisition of Anyang Mingbo in January 2010 which is regarded as a business combination under common control, and the principles of merger accounting have therefore been applied, under which our financial information has been prepared as if Anyang Mingbo had been a subsidiary of our Group since October 24, 2008, when Beijing Sound Enviro acquired a 60% interest in Anyang Mingbo and Anyang Mingbo came under common control with our Company. For further details, please refer to the section headed "Financial Information" in this Listing Document.